

RECORDATION NO. 26887-1 FILED

OCT 30 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW  
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October 30, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: American Honda Trust 2007-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement and Lease Supplement No. 3, dated as of October 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26887.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National  
Association  
299 South Main Street  
Salt Lake City, Utah 84111

Lessee: American Honda Motor Co., Inc.  
1919 Torrance Blvd.  
Torrance, California 90501-2746

Mr. Vernon A. Williams  
October 30, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

184 railcars: AOK 501801 - AOK 501984.


A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement and Lease Supplement No. 3.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

OCT 30 '07

-8 00 AM

## SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 3  
(Surface Transportation Board)

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 3, dated as of October 30, 2007, is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee (the "Lessor"), and AMERICAN HONDA MOTOR CO., INC., a California corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1, attached hereto (the "Railcars"), as indicated under Lease Supplement No. 3, dated as of the date hereof, to that certain Equipment Lease Agreement (American Honda Trust 2007-1), dated as of March 29, 2007.

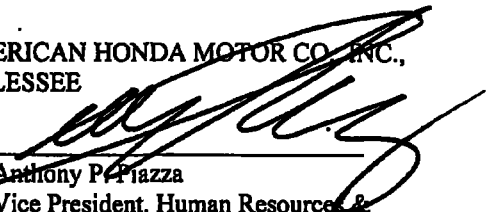
B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

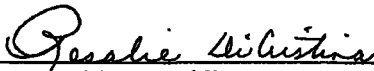
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

AMERICAN HONDA MOTOR CO., INC.,  
AS LESSEE

By:   
Anthony P. Piazza  
Vice President, Human Resources &  
Administration

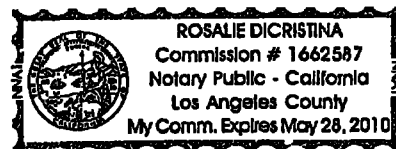
STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of LOS ANGELES this 23 day of October, 2007 by ANTHONY PIAZZA, as VICE PRESIDENT of AMERICAN HONDA MOTOR CO., INC., a California corporation.

  
Notary Public

My commission expires: 5/28/2010

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, NOT IN ITS  
INDIVIDUAL CAPACITY BUT SOLELY AS  
OWNER TRUSTEE, AS LESSOR

By: H. Russell Hettinger

Name: \_\_\_\_\_

Title: H. Russell Hettinger  
Vice President

STATE OF Utah )  
COUNTY OF Salt Lake ) ss:

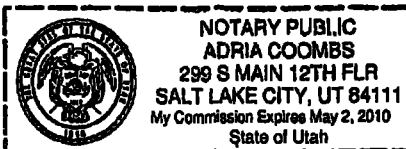
The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this \_\_\_\_ day of October, 2007 by H. Russell Hettinger, as Vice President of Wells Fargo Bank Northwest, National Association.

Adria Coombs

Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



**SCHEDULE 1**

**OCTOBER 30, 2007 FUNDING DATE:**

<b><u>Basic Group #</u></b>	<b><u>Description</u></b>	<b><u>Car Marks/Numbers</u></b>	<b><u>Manufacturer</u></b>
<b>C</b>	<b>One Hundred Eighty Four (184) Auto-Max II two-unit (Bi-Level or Tri-Level configured) auto hauler rail cars with 70-ton end trucks and 70-ton intermediate trucks</b>	<b>See Schedule 1-A attached hereto</b>	<b>Greenbrier Concarril, LLC, Gunderson-Concarril, S.A. de C.V. and/or Greenbrier Leasing Company LLC</b>

**SCHEDULE 1-A**

<b>Railcar Mark</b>
AOK 501801
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/30/07



Robert W. Alvord